

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

IN RE OCUGEN, INC. DERIVATIVE
LITIGATION

Lead Case No. 2:21-cv-03876

**STIPULATION AND ORDER VOLUNTARILY DISMISSING ACTION PURSUANT TO
FEDERAL RULES OF CIVIL PROCEDURE 23.1 AND 41**

Plaintiffs Christy Musso and Melissa Voter (“Plaintiffs”); Nominal Defendant Ocugen, Inc. (“Ocugen”); and Defendants Shankar Musunuri, Ramesh Kumar, Junge Zhang, Uday Kompella, Manish Potti, Kirsten Castillo, Prabhabathu Fernandes, Suha Taspolatoglu, and Sanjay Subramanian (collectively, the “Individual Defendants,” and together with Ocugen, the “Defendants”), by and through their undersigned counsel, hereby stipulate and agree as follows:

WHEREAS, on August 30, 2021, plaintiff Christy Musso filed a verified stockholder derivative complaint on behalf of Ocugen against the Individual Defendants, captioned *Musso v. Musunuri, et al.*, Case No. 2:21-cv-03876 (the “*Musso Action*”);

WHEREAS, on September 22, 2021, plaintiff Melissa Voter filed a verified stockholder derivative complaint on behalf of Ocugen against the Individual Defendants, captioned *Voter v. Musunuri, et al.*, Case No. 2:21-cv-04169 (the “*Voter Action*”);

WHEREAS, on April 12, 2022, the Court granted the stipulation to stay the *Musso Action* pending the resolution of defendants’ motion to dismiss the related securities class action, captioned *In re Ocugen, Inc. Sec. Litig.*, Case No. 2:21-cv-02725 (E.D. Pa.) (the “*Securities Class Action*”) (ECF No. 13);

WHEREAS, on April 12, 2022, the Court granted the parties’ stipulation consolidating the *Musso Action* and *Voter Action*, appointing co-lead counsel, and staying the Consolidated Action pursuant to the terms of the *Musso Action* (ECF No. 14);

WHEREAS, on March 3, 2023, the motion to dismiss the Securities Class Action was granted with prejudice (Securities Class Action, ECF No. 54);

WHEREAS, on March 16, 2023, the Court granted the parties' stipulation continuing the stay of the Consolidated Action pending the filing and resolution of any appeal filed in the Securities Class Action (ECF No. 23);

WHEREAS, on April 12, 2024, the United States Court of Appeals for the Third Circuit affirmed the Court's order dismissing the Securities Class Action (Securities Class Action, ECF No. 57);

WHEREAS, after due consideration of the decisions on the motion to dismiss the Securities Class Action, Plaintiffs wish to voluntarily dismiss the Consolidated Action pursuant to Rules 23.1(c) and 41(a) of the Federal Rules of Civil Procedure, without prejudice as to Plaintiffs, Ocugen, and/or any other Ocugen shareholder;

WHEREAS, the Parties agree that the dismissal is not, and shall not be deemed to be, an adjudication of the Consolidated Action on the merits, and that each Party shall bear its own fees and costs incurred in connection with the Consolidated Action; and

WHEREAS, the Parties agree and respectfully submit that notice to shareholders of this dismissal is unnecessary here because: (i) the dismissal is without prejudice to the ability of Plaintiffs, any Ocugen shareholder, or Ocugen itself, to pursue the claims; (ii) there has been no settlement or compromise of the Consolidated Action; (iii) there has been no collusion among the Parties; and (iv) neither Plaintiffs nor their counsel have received or will receive directly or indirectly any consideration from Defendants for the dismissal.

NOW, THEREFORE, the Parties hereby stipulate and agree, subject to the Court's approval, as follows:

1. This Consolidated Action shall be dismissed without prejudice as to Plaintiffs, Ocugen, and/or any other Ocugen shareholder; and
2. The Parties shall bear their own fees and costs.

Dated: April 17, 2024

/s/ Pavithra Rajesh

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Dated: April 17, 2024

/s/ Jay A. Dubow

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Counsel for Defendants

APPROVED BY THE COURT:

DATED: April 26, 2024

/s/ Chad F. Kenney

CHAD F. KENNEY, JUDGE

PROOF OF SERVICE

I hereby certify that on this 17th day of April 2024, a true and correct copy of the foregoing document was served by CM/ECF to the parties registered to the Court's CM/ECF system.

/s/ Pavithra Rajesh
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